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Attorneys for Motors Liquidation Company GUC Trust
and Motors Liquidation Company DIP Lenders Trust

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	:	
In re	:	Chapter 11 Case No.
	:	
MOTORS LIQUIDATION COMPANY, <i>et al.</i> ,	:	09-50026 (REG)
f/k/a General Motors Corp., <i>et al.</i>	:	
	:	
Debtors.	:	(Jointly Administered)
	:	
-----X		

**MOTION PURSUANT TO LOCAL R. BANKR. P. 2090-1(b)
AUTHORIZING SUNNY J. THOMPSON TO PRACTICE *PRO HAC VICE***

TO THE HONORABLE ROBERT E. GERBER,
UNITED STATES BANKRUPTCY JUDGE:

Relief Requested

1. Joseph H. Smolinsky (“**Movant**”), a member in good standing of the Bar of the State of New York, an attorney admitted to practice before the United States Bankruptcy Court for the Southern District of New York, and a member of Weil, Gotshal & Manges LLP (“**Weil**”), hereby moves the Court to enter an order permitting Sunny J. Thompson, an Associate at Weil, to practice *pro hac vice* before the United States Bankruptcy Court for the Southern District of New York to represent the Motors Liquidation Company GUC Trust (the “**GUC Trust**”) and the Motors Liquidation

Company DIP Lenders Trust (the “**MLC DIP Trust**,” and together with the GUC Trust, the “**MLC Parties**”) in the above captioned chapter 11 cases, pursuant to Rule 2090-1(b) of the Local Rules of the Bankruptcy Court for the Southern District of New York (“**Local Rules**”).

Jurisdiction

2. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b).

The Relief Requested Should Be Approved by the Court

3. In support of the Motion, Movant states as follows:

(i) Ms. Thompson is a member in good standing of the Bars of the District of Columbia and Texas. She is also admitted to practice before the United States District Court for the Northern District of Texas and the United States District Court for the District of Columbia. There are no disciplinary proceedings pending in any court against her.

(ii) In support of the relief requested in this Motion, attached as Exhibit A is a certificate pursuant to Local Rule 2090-1(b).

(iii) Movant requests that this Court approve this Motion so that Ms. Thompson may file pleadings and appear and be heard at hearings in these chapter 11 cases.

(iv) No previous request for the relief sought herein has been made to this or any other Court.

Notice

4. Notice of this Motion has been provided to parties in interest in accordance with the Sixth Amended Order Pursuant to 11 U.S.C. § 105(a) and Fed. R. Bankr. P. 1015(c) and 9007 Establishing Notice and Case Management Procedures, dated May 5, 2011 [ECF No. 10183]. The Movant submits that such notice is sufficient and no other or further notice need be provided.

WHEREFORE, Movant respectfully requests that the Court enter an Order permitting Sunny J. Thompson, to appear *pro hac vice* in association with Movant as counsel and such other and further relief as is just.

Dated: New York, New York
April 5, 2012

/s/ Joseph H. Smolinsky _____

Harvey R. Miller

Stephen Karotkin

Joseph H. Smolinsky

WEIL, GOTSHAL & MANGES LLP

767 Fifth Avenue

New York, New York 10153

Telephone: (212) 310-8000

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Attorneys for Motors Liquidation Company

GUC Trust and Motors Liquidation

Company DIP Lenders Trust

Exhibit A

I certify that I am eligible for admission to this Court, am admitted to practice in the jurisdictions specified in the Motion, and am in good standing in such jurisdictions; I submit to the disciplinary jurisdiction of this Court for any alleged misconduct which occurs in the course, or in the preparation, of these chapter 11 cases, pursuant to Local Rule 2090-1(b) of the United States Bankruptcy Court for the Southern District of New York; and I have access to, or have acquired, a copy of the Local Rules of this Court and am generally familiar with such Rules.

Mailing Address: Sunny J. Thompson
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1300 Eye Street, N.W.
Suite 900
Washington, D.C. 20005

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I have agreed to pay the fee of \$200 upon approval by this Court admitting me to practice *pro hac vice*.

Dated: New York, New York
April 5, 2012

/s/ Sunny J. Thompson
Sunny J. Thompson
WEIL, GOTSHAL & MANGES LLP
1300 Eye Street, N.W.
Suite 900
Washington, D.C. 20005

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	: Chapter 11 Case No.
	:
MOTORS LIQUIDATION COMPANY, <i>et al.</i>,	: 09-50026 (REG)
f/k/a General Motors Corp., <i>et al.</i>	:
	:
Debtors.	: (Jointly Administered)
	:
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ORDER PURSUANT TO LOCAL R. BANKR. P. 2090-1(b)
AUTHORIZING SUNNY J. THOMPSON TO PRACTICE PRO HAC VICE

Upon the Motion, dated April 5, 2012 (the “**Motion**”)¹ pursuant to Rule 2090-1(b) of the Local Rules of the Bankruptcy Court for the Southern District of New York (“**Local Rules**”), for entry of an order authorizing Sunny J. Thompson, to practice *pro hac vice* before the United States Bankruptcy Court for the Southern District of New York to represent the MLC Parties in the above-referenced chapter 11 case, all as more fully described in the Motion; and due and proper notice of the Motion having been provided, and it appearing that no other or further notice need be provided; and the Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors, their estates, creditors, and all parties in interest and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Motion is granted as provided herein; and it is further

¹ Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

ORDERED that Sunny J. Thompson, is permitted to appear *pro hac vice* as counsel to the MLC Parties in the above-captioned chapter 11 case, subject to the payment of the filing fee; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: New York, New York
April __, 2012

United States Bankruptcy Judge